

WC 05-227  
1023

POCKET FILE COPY 08/15/05

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Approved by OMB  
3060-0589  
Page 1 of 1

(1) LOCKBOX # <div style="font-size: 1.5em; font-weight: bold;">358145</div>		<div style="font-size: 1.2em; font-weight: bold;">FCC/MELLON</div> <div style="font-size: 1.2em; font-weight: bold;">JUL 01 2005</div>		SPECIAL USE ONLY	
				FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Acceris Management and Acquisition LLC</b>				(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$895.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>60 S. Sixth Street, Suite 2535</b>					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY <b>Minneapolis</b>				(7) STATE <b>MN</b>	(8) ZIP CODE <b>55402</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>612-465-0260</b>			(10) COUNTRY CODE (if not in U.S.A.)		
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>					
(11) PAYER (FRN) <b>0013650817</b>			(12) FCC USE ONLY		
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME <b>Acceris Management and Acquisition LLC</b>					
(14) STREET ADDRESS LINE NO. 1 <b>60 S. Sixth Street, Suite 2535</b>					
(15) STREET ADDRESS LINE NO. 2					
(16) CITY <b>Minneapolis</b>				(17) STATE <b>MN</b>	(18) ZIP CODE <b>55402</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>612-465-0260</b>			(20) COUNTRY CODE (if not in U.S.A.)		
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>					
(21) APPLICANT (FRN) <b>0013650817</b>			(22) FCC USE ONLY		
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE <b>CUT</b>		(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$895.00</b>		(27A) TOTAL FEE <b>\$895.00</b>		FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE		FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2			
<b>SECTION D - CERTIFICATION</b>					
<div style="display: flex; justify-content: space-between;"> <div> <p><b>CERTIFICATION STATEMENT</b></p> <p><i>Patrick D. Rockwell</i> certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.</p> <p>SIGNATURE _____</p> </div> <div> <p>DATE <u>6/30/05</u></p> </div> </div>					
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>					
<div style="display: flex; justify-content: space-between;"> <div> <p>MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____</p> <p>ACCOUNT NUMBER _____</p> <p>EXPIRATION DATE _____</p> <p>I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.</p> <p>SIGNATURE _____</p> </div> <div> <p>DATE _____</p> </div> </div>					

**EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.**

ATTORNEYS AT LAW

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(1922-2001)

JOSEPH J. BURGIE  
(1926-1992)

THOMPSON BENNETT  
(1912-2004)

June 30, 2005

FEDERAL COMMUNICATIONS COMMISSION  
Wireline Competition Bureau – CPD – 214 Appls  
PO Box 358145  
Pittsburgh, PA 15251-5115

RE: Joint Application of Acceris Management and Acquisition LLC and Acceris Communications Corp. for Authority pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer the Local and Interexchange Customer Base of an Authorized Domestic Carrier

Dear Sir or Madam:

Pursuant to Section 214 of the Communications Act of 1934, as amended, enclosed for filing with the Commission, please find an original and six (6) copies of an application for Commission approval to complete a transfer of assets of an authorized international and domestic interstate carrier, a completed Fee Processing Form, and a check in the amount of \$895.00 to cover filing fees related to same.

In addition, enclosed is a copy of this letter. Please date-stamp the duplicate and return it to me in the enclosed postage-paid envelope.

Should you have any questions, please feel free to contact me.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.



Patrick D. Crocker

PDC/bmr

enc

In the Matter of the Joint Application of )  
 Acceris Management and Acquisition LLC )  
 and Acceris Communications Corp. for )  
 Authority pursuant to Section 214 of the ) File No. \_\_\_\_\_  
 Communications Act of 1934, as )  
 Amended, to Transfer the Local and )  
 Interexchange Customer Base of an )  
 Authorized Domestic Carrier )

ACCERIS is a limited liability company organized under the laws of the State of Minnesota, and is a wholly owned subsidiary of North Central Equity, LLC (the Buyer's Guarantor, hereinafter "NCE"). NCE is a privately owned holding company with experience in the telecommunications industry. ACCERIS is not currently authorized to provide telecommunications services in any jurisdiction, but is in the process of obtaining authority to provide interexchange and/or local exchange telecommunications services throughout the United States.

ACC is a corporation organized under the laws of the State of Delaware, and is a wholly owned subsidiary of Acceris Communications, Inc. ACC is authorized under Section 214 of the Communications Act of 1934, as amended, to provide domestic interstate and international telecommunications service. ACC has authority to provide, and is currently providing, intrastate, interexchange telecommunications services in the contiguous 48 states, Hawaii and the District of Columbia. ACC is also authorized to provide competitive local exchange services in 32 states and is currently providing such service in Florida, Massachusetts, New Jersey, New York, and Pennsylvania.

Applicants have entered into an Asset Purchase Agreement whereby ACCERIS will acquire ACC's entire local and long distance customer base. As a result of the transaction, ACCERIS will become the local exchange and long distance provider of the transferred customer base and ACC will cease providing local exchange and long distance services. The proposed transfer is subject to certain state required notifications and/or approvals.

In states where ACCERIS has not yet secured the necessary licensure to provide service, it will service transferred customers pursuant to a pre-existing transitional Management Agreement with ACC upon consummation of the Asset Purchase Agreement.

Applicants emphasize that the transition of ACC's local exchange and long distance customers will be seamless and virtually transparent to the affected customers. Following the customer base transfer, ACCERIS will provide local exchange and long distance service, under the same rates, terms and conditions as the customers currently receive from ACC. ACC's customers will not incur any charges as a result of the change in local and long distance service provider from ACC to ACCERIS.

In accordance with state and Commission rules, Applicants have provided written notice to affected ACC customers informing them of the proposed transaction. Service to these customers will not be transferred until the requisite regulatory approvals have been obtained. In addition, ACCERIS has filed with the Commission the notice and certification required by

Section 64.1120(e) of the Commission's rules. Applicants seek to consummate the proposed transaction on an expedited basis so that ACCERIS may integrate the acquired customers into its existing business and thereby expand its presence in the local exchange and long distance market.

**III. INFORMATION REQUIRED BY SECTION 63.04**

In support of this Application, Applicants provide the following summary information pursuant to §63.04 of the Commission's rules:

**(a) Contact Information**

Transferor: Acceris Communications Corp.  
1001 Brinton Road  
Pittsburgh, PA 15221  
Telephone: (412) 244-2100  
FRN: 0004337622

Transferee: Acceris Management and Acquisition LLC  
60 South Sixth Street, Suite 2535  
Minneapolis, MN 55402  
Telephone: (612) 465-0260  
Facsimile: (612) 455-1022  
FRN: 0013650817

**(b) State of Organization**

Transferor: ACC is organized under the laws of the state of Delaware

Transferee: ACCERIS is organized under the laws of the state of Minnesota.

**(c) Contact persons for this Application**

Questions concerning this application may be directed to:

Please direct any questions concerning ACC to:

Lance J.M. Steinhart, Esq.  
Lance J.M. Steinhart, P.C.  
1720 Windward Concourse  
Suite 250  
Alpharetta, GA 30005  
Telephone: (770) 232-9200  
Facsimile: (678) 775-1194  
E-mail: lsteinhart@telecomcounsel.com

Please direct any questions concerning ACCERIS to:

Patrick D. Crocker  
Early, Lennon, Crocker & Bartosiewicz, P.L.C.  
900 Comerica Building  
Kalamazoo, MI 49007  
Telephone: (269) 381-8844  
Facsimile: (269) 381-8822  
E-mail: pcrocker@earlylennon.com

**(d) Equity Ownership**

The following entity directly owns ten percent or more of the equity of ACCERIS:

Name: North Central Equity LLC  
Address: 60 South Sixth Street, Suite 2535  
Minneapolis, MN 55402  
Citizenship: U.S.  
Principal Business: Holding Company  
% Equity: 100%

No other person or entity, either directly or indirectly, owns ten percent (10%) or more of the equity of ACCERIS.

The following individual owns equity in North Central Equity LLC:

Name: Elam Baer  
Address: 60 South Sixth Street, Suite 2535  
Minneapolis, MN 55402  
Citizenship: U.S.  
Principal Business: CEO of holding company  
% Equity: 56.4%

No other person or entity, either directly or indirectly owns ten percent (10) or more of the equity of North Central Equity LLC.

**(e) Certification**

ACCERIS and ACC each certify pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that no party to this Application is subject to a denial of Federal benefits, as provided in the Anti-Drug Abuse Act of 1988, 21 U.S.C. §330 1.

**(f) Description of the Transaction**

Please see Section II of this Application.

**(g) Geographic Areas Served**

ACCERIS is not currently authorized to provide telecommunications services in any jurisdiction, but is in the process of obtaining authority to provide interexchange and/or local exchange telecommunications services throughout the United States. In states where ACCERIS has not yet secured the necessary licenses to provide service, it will service transferred customers pursuant to a pre-existing transitional Management Agreement with ACC.

**(h) Streamlined Treatment**

Applicants submit that the proposed transaction would result in ACCERIS' market share in the local exchange and long distance market of substantially less than ten percent. Neither applicant is dominant with respect to any service. Therefore, this Application presumptively qualifies for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's rules.

**(i) Related FCC applications**

None.

**(j) Special Consideration**

None.

**(k) Waiver Requests**

Applicants have not filed any waiver requests in conjunction with the proposed transaction.

**(l) Public Interest Considerations**

The proposed transaction will serve the public interest by ensuring no interruption of service or inconvenience to the affected customers, and the affected customers will receive the same local service and long distance rates backed by the support services of ACCERIS, a growing and highly competitive carrier. Because ACCERIS will provide local exchange and long distance service to ACC's customers at the same rates, terms and conditions of service as they currently receive from ACC, the transaction will be virtually transparent to ACC local and long distance customers in terms of the service they receive. Moreover, as set forth above, Applicants have provided written notice of the proposed transaction to ensure that ACC customers will understand how the proposed change in service providers will affect them.

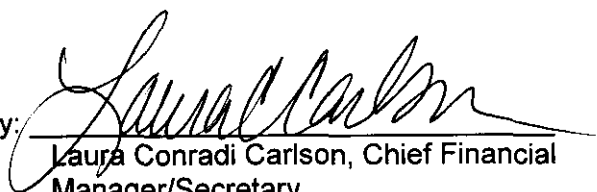


## CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. This Application is contingent on the closing of the transaction as reported herein. If the closing does not occur, Applicants will promptly notify the Commission.

Respectfully Submitted,

By:

  
Laura Conradi Carlson, Chief Financial  
Manager/Secretary  
Acceris Management and Acquisition LLC  
60 South Sixth Street, Suite 2535  
Minneapolis, MN 55402  
(612) 465-0260

By: \_\_\_\_\_

Kelly Murumets, President  
Acceris Communications Corp.  
1001 Brinton Road  
Pittsburgh, PA 15221  
(412) 224-2100

Dated: 6/22, 2005

Dated: \_\_\_\_\_, 2005

## CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. This Application is contingent on the closing of the transaction as reported herein. If the closing does not occur, Applicants will promptly notify the Commission.

Respectfully Submitted,

By: \_\_\_\_\_  
Drew S. Backstrand, General Counsel  
Acceris Management and Acquisition LLC  
60 South Sixth Street, Suite 2535  
Minneapolis, MN 55402  
(612) 465-0260

By: \_\_\_\_\_  
Stephen Weintraub, Secretary  
Acceris Communications Corp.  
1001 Brinton Road  
Pittsburgh, PA 15221  
(412) 224-2100

Dated: \_\_\_\_\_, 2005


Dated: June 27, 2005

## VERIFICATION

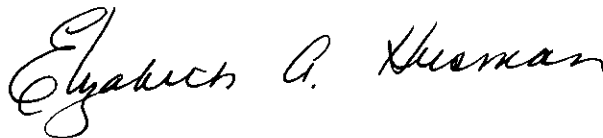
I, Laura Conradi Carlson, am the Chief Financial Manager/Secretary of Acceris Management and Acquisition LLC and am authorized to make this verification on its behalf. I do hereby verify that I have read the foregoing Application and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

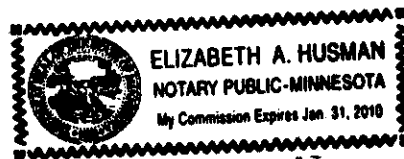
Executed on the 22<sup>nd</sup> day of June 2005.

Acceris Management and Acquisition, LLC

  
\_\_\_\_\_  
Laura Conradi Carlson, Chief Financial  
Manager/Secretary

Subscribed and sworn before me this 22<sup>nd</sup> day of June 2005.





## VERIFICATION

I, Stephen Weintraub, Secretary of Acceris Communications Corp., and am authorized to make this verification on its behalf. I do hereby verify that I have read the foregoing Application and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

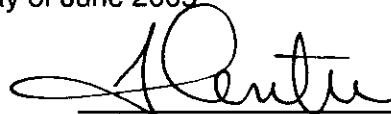
Executed on the 27<sup>th</sup> day of June 2005.

Acceris Communications Corp.



Secretary, Stephen Weintraub

Subscribed and sworn before me this 27<sup>th</sup> day of June 2005



Notary Public: T. Center